

2105-138C
2005-123C

222336
222337

Lance J.M. Steinhart, P.C.
Attorney At Law
1720 Windward Concourse
Suite 115
Alpharetta, Georgia 30005

Also Admitted in New York
and Maryland

Telephone: (770) 232-9200
Facsimile: (770) 232-9208
Email: lsteinhart@telecomcounsel.com

February 26, 2010

VIA OVERNIGHT DELIVERY

Mr. Charles Terreni
Chief Clerk of the Commission
South Carolina Public Service Commission
101 Executive Center Drive, Suite 100
Columbia, South Carolina 29210
(803) 896-5100

~~RECEIVED
SOUTH CAROLINA
PUBLIC SERVICE
COMMISSION
FEB 26 2010~~ *LT*

Re: Dial Tone & More, Inc.

Dear Mr. Terreni:

Please be advised with this original and twenty-five (25) copies that Dial Tone & More, Inc. ("Dial Tone") is transferring control to DialTone & More Acquisition Group, LLC ("DialTone Acquisition") as described herein. In connection therewith, we provide the following information:

✓
RECEIVED
SOUTH CAROLINA
PUBLIC SERVICE
COMMISSION
FEB 26 2010

I. The Parties

A. Dial Tone & More, Inc.

Dial Tone is a Georgia Corporation with principal offices located at 11121 Highway 70, Suite 202, Arlington, Tennessee 38002. Dial Tone is authorized to provide telecommunications services in Georgia and South Carolina. Dial Tone primarily provides residential bundled local and long distance services. Dial Tone also has authority to provide domestic interstate and international services pursuant to FCC rules and regulations.

Dial Tone was registered to provide local service on July 22, 2005, long distance services on August 25, 2005 and has a pending Eligible Telecommunications Carrier Application under Docket No. 2008-138-C with the South Carolina Public Service Commission.

B. DialTone & More Acquisition Group, LLC

DialTone & More Acquisition Group, LLC is a Delaware limited liability company which was created for purposes of this transaction. DialTone & More Acquisition Group, LLC's principal offices are located at 707 W. Eau Gallie Blvd., Melbourne, Florida 32935. DialTone & More Acquisition Group, LLC is 100% owned by Associated Telecommunications Management Solutions, LLC ("ATMS"), a Delaware limited liability with principal offices located at 707 W. Eau Gallie Blvd., Melbourne, Florida 32935. ATMS is a holding company, which was formed to acquire several small competitive local exchange companies.

Mr. Charles Terreni
South Carolina Public Service Commission
Page 3
February 26, 2010

II. Designated Contact

The designated contact for questions concerning this Notice is:

Lance J.M. Steinhart
Attorney at Law
Lance J.M. Steinhart, PC
1720 Windward Concourse
Suite 115
Alpharetta, GA 30005
(770) 232-9200 (Telephone)
(770) 232-9208 (Facsimile)
lsteinhart@telecomcounsel.com (E-Mail)
Attorney for Dial Tone & More, Inc.

III. Description of Proposed Transactions

Dial Tone & More, Inc. and DialTone & More Acquisition Group, LLC have entered into an agreement under which DialTone Acquisition will purchase one Hundred Percent (100%) of the issued and outstanding equity interests in Dial Tone. Upon consummation of the proposed transaction, DialTone Acquisition will own 100% of the equity of Dial Tone.

The proposed transaction will provide Dial Tone with greater operating flexibility to pursue operating purposes, including, without limitation, (a) expansion of its telecommunications infrastructure; (b) improvement of customer service, billing, financial reporting and other management information systems; and (c) possible acquisitions, future investments or strategic alliances.

There is no plan to notify customers. There will be no impact on customers, since the transaction will be transparent to customers, because the transfer of control will only result in a change in ownership. There will be no change in name, and the company will continue to provide services pursuant to the same terms and conditions.

Mr. Charles Terreni
South Carolina Public Service Commission
Page 5
February 26, 2010

IV. Public Interest Analysis

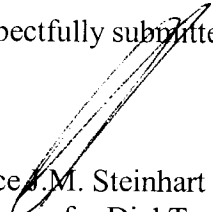
The proposed transaction is in the public interest because it will enhance Dial Tone's ability to compete in the market for telecommunications services. The transaction will have no adverse effect upon customers. It will give Dial Tone access to resources which will enable it to introduce new products and services and to respond to the competitive environment.

The transaction will not result in any changes to Dial Tone's provision of service to its current customers. It is anticipated that Dial Tone's management team responsible for its day-to-day operations are expected to remain essentially the same immediately following the proposed transaction. In addition, the contact points for customers and Commission inquiries will remain the same immediately after the transfer of control. Nor does the proposed transfer of control raise any competitive concerns.

I have also enclosed an extra copy of this letter to be date stamped and returned to me in the enclosed, self addressed, postage prepaid envelope.

If you have any questions or if I may provide you with additional information, please do not hesitate to contact me. Thank you.

Respectfully submitted,


Lance J.M. Steinhart
Attorney for Dial Tone & More, Inc.

Enclosures

cc: Danny Michael